

B1 (Official Form 1)(04/13)

United States Bankruptcy Court District of Oregon		Voluntary Petition																							
Name of Debtor (if individual, enter Last, First, Middle): Earth Class Mail Corporation		Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 75-3174098		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)																							
Street Address of Debtor (No. and Street, City, and State): 9450 SW Gemini Drive, No. 101 Beaverton, OR		Street Address of Joint Debtor (No. and Street, City, and State):																							
		ZIP Code																							
County of Residence or of the Principal Place of Business: Washington		County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																							
		ZIP Code																							
Location of Principal Assets of Business Debtor (if different from street address above):																									
Type of Debtor (Form of Organization) (Check one box)		Nature of Business (Check one box)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)																					
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																					
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		TAX-EXEMPT ENTITY (Check box, if applicable)		Nature of Debts (Check one box)																					
		<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																					
Filing Fee (Check one box)		Check one box: <input type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check if: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																					
Statistical/Administrative Information <ul style="list-style-type: none"> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. 				THIS SPACE IS FOR COURT USE ONLY																					
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000		
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																
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Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																
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Estimated Liabilities <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
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B1 (Official Form 1)(04/13)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Earth Class Mail Corporation
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

B1 (Official Form 1)(04/13)

Voluntary Petition

(This page must be completed and filed in every case)

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor**X** _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney***X** /s/ Nicholas J. Henderson OR:
Signature of Attorney for Debtor(s)**Nicholas J. Henderson OR: 074027**
Printed Name of Attorney for Debtor(s)**Motschenbacher & Blattner, LLP**Firm Name
117 SW Taylor St., Suite 200
Portland, OR 97204

Address

Email: nhenderson@portlaw.com
(503) 417-0500 Fax: (503) 417-0501

Telephone Number

February 27, 2015

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Stacey Lee

Signature of Authorized Individual

Stacey Lee

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

February 27, 2015

Date

**United States Bankruptcy Court
District of Oregon**

In re **Earth Class Mail Corporation**

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	0.00
Prior to the filing of this statement I have received	\$	0.00
Balance Due	\$	0.00

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: **February 27, 2015**

/s/ Nicholas J. Henderson OR:

**Nicholas J. Henderson OR: 074027
Motschenbacher & Blattner, LLP
117 SW Taylor St., Suite 200
Portland, OR 97204
(503) 417-0500 Fax: (503) 417-0501
nhenderson@portlaw.com**

United States Bankruptcy Court
District of Oregon

In re **Earth Class Mail Corporation**

Debtor

Case No. _____

Chapter _____

11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	9	1,212,810.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	3		8,536,413.80	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	9		54,899.55	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	12		5,144,512.47	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		38			
	Total Assets		1,212,810.00		
		Total Liabilities		13,735,825.82	

**United States Bankruptcy Court
District of Oregon**

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

Chapter _____

11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A-1 Line 11; OR, Form 22B Line 14; OR, Form 22C-1 Line 14)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Earth Class Mail Corporation, Case No. _____,
Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
		Comerica Bank Account, San Jose, CA	-	48,677.00
		Comerica Bank Money Market Account, San Jose, CA	-	71,719.00
		U.S. Bank Checking Account, Tigard, OR	-	390,071.00
		U.S. Bank Savings Account, Tigard OR	-	200,238.00
		U.S. Bank Checking Account, Tigard, OR	-	60,274.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Prepaid Facility Rents	-	34,490.00
		Multi year prepaid SW licenses	-	33,187.00
		Prepaid corporate insurance	-	17,913.00
		Prepad Comerica loan fees	-	12,208.00
		Prepaid credit card	-	9,879.00
		Prepaid PO Box rental fees	-	4,533.00
		Prepaid equipment lease	-	2,075.00
		Prepaid property taxes	-	1,995.00
		Deposit on facility lease - New York	-	5,000.00
		Depsoit on facility lease - San Francisco	-	15,000.00
		Deposit on facility lease - Los Angeles	-	15,438.00
		Deposit on facility lease - Beaverton	-	35,000.00
				Sub-Total > 957,697.00
				(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Employee Loans	-	1,600.00

Sub-Total > **1,600.00**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		Patents	-	7,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			

Sub-Total > **7,000.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re

Earth Class Mail Corporation

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
28. Office equipment, furnishings, and supplies.		Office equipment, furnishing and supplies See Attachment B-28	-	246,513.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
				Sub-Total > 246,513.00
				(Total of this page)
				Total > 1,212,810.00

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

Attachment B-28
Office Equipment Furnishings and Supplies

Account	Description	Serial Number	Location	Value*
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Western Digital Hard Drives		Beaverton	147.77
Computer Equipment	Data center image and backup server discs		Beaverton	1,097.74
Computer Equipment	Discs for data center image and backup servers		Beaverton	1,742.25
Computer Equipment	Discs for data center VM server		Beaverton	823.30
Computer Equipment	Dell R730 Server	CS4DR22	Data Center-PDX	11,353.90
Computer Equipment	Dell R730 Server	CS4FR22	Data Center-PDX	11,353.90
Hosting Equipment	PowerEdge R720 Server	1LNCMV1	Data Center-PDX	660.37
Hosting Equipment	PowerEdge R720 Server	JKNCMV1	Data Center-PDX	660.37
Hosting Equipment	CyberPower PR6000LCDRTXL5U Smart App Sinewave 6000 VA Rack-mountable UPS	PQN0N2000040	Beaverton	352.96
Hosting Equipment	Disks for new VM servers purchased 6/20/12		Data Center-PDX	427.05
Hosting Equipment	Juniper EX2200 48 Switch	CT0213050620	Beaverton	1,052.12
Hosting Equipment	Juniper EX2200 48 Switch	CT0213050922	Beaverton	1,052.12
Hosting Equipment	Juniper SRX Firewall	SBU1913AA0440	Data Center-PDX	865.81
Hosting Equipment	Juniper SRX Firewall	SBU1913AA0645	Data Center-PDX	865.81
Hosting Equipment	Juniper EX4200 48PT Switch	BP0212478108	Data Center-PDX	2,059.78
Hosting Equipment	Juniper EX4200 48PT Switch	BP0212489719	Data Center-PDX	2,059.78
Hosting Equipment	SRX210 Rack Mount		Beaverton	36.84
Hosting Equipment	SRX210 Rack Mount		Beaverton	36.84
Hosting Equipment	SRX210 Rack Mount		ua-ny	36.84
Hosting Equipment	SRX210 Rack Mount		ua-ny	36.84
Hosting Equipment	SRX210 Rack Mount		ua-sea	36.84
Hosting Equipment	SRX210 Rack Mount		ua-sea	36.84

Account	Description	Serial Number	Location	Value*
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213040500	ua-ny	376.18
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213071704	ua-ny	376.18
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213071819	ua-sea	376.18
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213071837	ua-sea	376.18
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213071843	ua-sf	376.18
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213071853	ua-sf	376.18
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213071909	ua-la	374.42
Hosting Equipment	Juniper EX2200 24PT Switch	CW0213072012	ua-la	374.42
Hosting Equipment	Juniper EX2200 48 Switch	CU0213208659	Data Center-PDX	684.71
Hosting Equipment	SRX210 Rack Mount		ua-sf	36.84
Hosting Equipment	SRX210 Rack Mount		ua-sf	36.84
Hosting Equipment	Juniper EX2200 48PT Switch	CU0213125989	Beaverton	684.72
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0424	Beaverton	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0619	Beaverton	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0025	ua-la	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0032	ua-la	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0048	ua-ny	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0051	ua-ny	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0079	ua-sea	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0100	ua-sea	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0101	ua-sf	349.95
Hosting Equipment	Juniper SRX 210HE Firewall	SBL2813AK0128	ua-sf	349.95
Hosting Equipment	Dell PowerEdge T320	96NVGX1	ua-la	1,078.66
Hosting Equipment	Dell PowerEdge T320	96PTGX1	ua-ny	1,078.66
Hosting Equipment	Dell PowerEdge T320	96PSGX1	ua-sea	1,078.66
Hosting Equipment	Dell PowerEdge T320	96NWGX1	ua-sf	1,078.66
Hosting Equipment	Dell PowerEdge R720	9QCWGX1	Data Center-PDX	3,707.60
Hosting Equipment	Dell PowerEdge R720xd	2WM48Y1	Data Center-PDX	1,622.91
Hosting Equipment	Dell PowerEdge R720xd	2WN48Y1	Data Center-PDX	1,622.91
Hosting Equipment	Dell PowerEdge R720xd	2WN38Y1	Data Center-PDX	1,622.91
Hosting Equipment	Dell PowerEdge R720xd	2WN28Y1	Data Center-PDX	1,622.91
Hosting Equipment	Hard drive for T320 above		ua-la	93.41
Hosting Equipment	Hard drive for T320 above		ua-ny	93.41
Hosting Equipment	Hard drive for T320 above		ua-sea	93.41
Hosting Equipment	Hard drive for T320 above		ua-sf	93.41
Hosting Equipment	Ethernet adapter for T320 above		ua-la	77.58
Hosting Equipment	Ethernet adapter for T320 above		ua-ny	77.58

Account	Description	Serial Number	Location	Value*
Hosting Equipment	Ethernet adapter for T320 above		ua-sea	77.58
Hosting Equipment	Ethernet adapter for T320 above		ua-sf	77.58
Hosting Equipment	Data center rack - returned		Data Center-PDX	-
Hosting Equipment	Infrastructure for new datacenter		Data Center-PDX	1,208.88
Hosting Equipment	Server room keyboard/monitor control panel thing		Data Center-PDX	551.11
Mail Handling Equipment	i1420 Kodak Scanner	45638075	ua-sea	256.25
Mail Handling Equipment	i1420 Kodak Scanner	45638699	ua-ny	256.25
Mail Handling Equipment	i1420 Kodak Scanner	45638856	hub-bvr	256.25
Mail Handling Equipment	i1420 Kodak Scanner	45647044	hub-bvr	7,998.59
Mail Handling Equipment	i1420 Kodak Scanner	45647046	hub-bvr	7,998.59
Mail Handling Equipment	i1420 Kodak Scanner	45647041	ua-la	8,667.97
Mail Handling Equipment	i1420 Kodak Scanner	45647045	ua-ny	7,998.59
Mail Handling Equipment	i1420 Kodak Scanner	45647069	ua-ny	7,998.59
Mail Handling Equipment	i1420 Kodak Scanner	45647071	ua-sea	8,667.97
Mail Handling Equipment	i1420 Kodak Scanner	45647040	ua-sf	8,667.97
Software	Windows datacenter licenses for new VM servers		Data Center-PDX	254.01
Software	7 iDRAC7 Enterprise perpetual licenses (Remote mgmt sw)		Data Center-PDX	2,722.15
Furniture & Fixtures	Workstation/Demo Counter for UA-SEA		ua-sea	80.71
Furniture & Fixtures	Seville 36" Wide Four-Shelf Unit		ua-sea	20.39
Furniture & Fixtures	5 corner office desks, 5 36" desks		Beaverton	225.49
Furniture & Fixtures	Cubes		Beaverton	154.54
Furniture & Fixtures	Desks for UA-LA		ua-la	104.12
Furniture & Fixtures	Refrigerator for Gemini Drive Office		Beaverton	676.03
Leasehold Improvements	Architect Drawing		UA-SF	118.53
Leasehold Improvements	Store sinage		UA-SF	102.56
Leasehold Improvements	Design work		UA-NY	144.67
Leasehold Improvements	Design work		UA-NY	1,324.45
Leasehold Improvements	Design work		UA-SF	44.87
Leasehold Improvements	Design work		UA-SF	7.18
Leasehold Improvements	Design work		UA-LA	0.38
Leasehold Improvements	UA Buildout - NY		UA-NY	15,755.09
Leasehold Improvements	Electrical components		UA-SF	11.63
Leasehold Improvements	Arakawa hardware		UA-LA	-
Leasehold Improvements	UA design consultation for casework details, design, space planning		UA-LA	10.26
Leasehold Improvements	UA design consultation for casework details, design, space planning		UA-SF	93.81
Leasehold Improvements	UA design consultation for casework details, design, space planning		UA-NY	77.65
Leasehold Improvements	Light Fixtures - UA-NY		UA-NY	280.76
Leasehold Improvements	Retainer-Construction permits/inspections		UA-NY	322.53

Account	Description	Serial Number	Location	Value*
Leasehold Improvements	Design work		UA-LA	1,022.39
Leasehold Improvements	Buildout Architect		UA-LA	319.30
Leasehold Improvements	Buildout Contractor		UA-LA	5,820.31
Leasehold Improvements	Electrical contractor-UA buildout		UA-LA	96.48
Leasehold Improvements	Space planning		UA-LA	106.89
Leasehold Improvements	Design work		UA-NY	12,596.00
Leasehold Improvements	Space planning		UA-NY	1,218.56
Leasehold Improvements	Permits		UA-NY	726.50
Leasehold Improvements	Permits		UA-NY	435.28
Leasehold Improvements	Electircal Contractor-ua buildout		UA-NY	4,630.02
Leasehold Improvements	Buildout Contractor		UA-NY	30,515.23
Leasehold Improvements	Steel shelving brackets		UA-NY	315.80
Leasehold Improvements	Design work		UA-SF	1,440.79
Leasehold Improvements	Architect		UA-SF	565.98
Leasehold Improvements	Buildout Contractor		UA-SF	6,579.33
Leasehold Improvements	Electrical contractor-UA buildout		UA-SF	65.18
Leasehold Improvements	Space planning		UA-SF	69.83
Leasehold Improvements	Signs		UA-SF	118.53
Leasehold Improvements	Awning fab & install		UA-SF	29.99
Leasehold Improvements	Flag pole mfgr & install		UA-NY	937.28
Leasehold Improvements	Architect		UA-SF	62.60
Leasehold Improvements	Store sinage		UA-NY	781.74
Leasehold Improvements	Store sinage		UA-NY	688.86
Leasehold Improvements	Store sinage		UA-LA	95.62
Leasehold Improvements	Store sinage		UA-SF	114.16
Leasehold Improvements	Store sinage		UA-NY	5,803.81
Leasehold Improvements	Store sinage		UA-SF	515.50
Leasehold Improvements	architect		UA-SF	73.14
Leasehold Improvements	Store sinage		UA-LA	773.08
Leasehold Improvements	Buildout Contractor		UA-NY	6,842.69
Leasehold Improvements	Design work		UA-NY	661.61
Leasehold Improvements	Design work		UA-SF	18.18
Leasehold Improvements	Buildout Architect		UA-LA	31.27
Leasehold Improvements	AC installation		UA-SF	131.58
Leasehold Improvements	Complete awning install		UA-SF	31.19
Leasehold Improvements	front door glass		UA-NY	171.21
Leasehold Improvements	Gemini Drive cabling - 1st Half		hub-bvr	3,875.66
Leasehold Improvements	Carpeting for Gemini Drive Office		hub-bvr	1,387.89
Leasehold Improvements	Gemini Drive cabling - 2nd Half		hub-bvr	3,875.66
Leasehold Improvements	Alarm system install - Deposit		hub-bvr	1,353.81
Leasehold Improvements	Alarm system install - 2nd installment		hub-bvr	2,568.51
Leasehold Improvements	Cabling Change Order		hub-bvr	166.83
Leasehold Improvements	Alarm system install - Change Order		hub-bvr	(86.74)
Leasehold Improvements	Final billing for Gemini alarm system		hub-bvr	3,979.17
Leasehold Improvements	TI Allowance		hub-bvr	(10,560.29)
Leasehold Improvements	Gemini fire alarm system		hub-bvr	1,438.52
Leasehold Improvements	Gemini fire alarm system-2nd Half		hub-bvr	1,601.79

Account	Description	Serial Number	Location	Value*
Leasehold Improvements	NY Wiring for back up Internet connection		UA-NY	4,234.43
Leasehold Improvements	NY storefront repair		UA-NY	3,644.90
Total				246,512.76

* Values are book values.

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT -	UNLIQUIDATED -	DISPUTED -	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			5/12/2008					
Comerica Bank 75 E Trimble Rd MC 4770 San Jose, CA 95131			Secured Investor Note Financing agreement secured by substantially all of Debtor's assets.					
			Value \$ Unknown				181,326.00	0.00
Account No.			1/24/14					
Ervin Leasing Company 3893 Research Park Drive Ann Arbor, MI 48108			Equipment					
			Value \$ 0.00				66,405.00	66,405.00
Account No.			3/1/2010					
Evergone Investments 4115 110th Ave. E Edgewood, WA 98372			Secured Subordinated Note Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.					
			Value \$ Unknown				37,642.79	19,451.06
Account No.			5/12/2010					
Hewlett-Packard Financial Services Company 420 Mountain Ave Murray Hill, NJ 07974			Equipment					
			Value \$ 0.00				0.00	0.00
Subtotal (Total of this page)							285,373.79	85,856.06

2 continuation sheets attached

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTIN GENT	UNLIQ UIDATE D	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Ignition Managing Directors Fund, LLC 350 106th Ave. 1st Floor Bellevue, WA 98004	-		3/1/2010 Secured Subordinated Note Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.				7,479,396.72	3,864,809.52
Account No.								
Ignition Ventures Management, LLC Collateral Agent for Secured Noteholders 11400 SE 6th Street, Suite 100 Bellevue, WA 98004	-		Additional Notice				0.00	0.00
Account No.								
Ignition Ventures Partners III, LLC 350 106th Ave. 1st Floor Bellevue, WA 98004	-		3/1/2010 Secured Subordinated Note Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.				218,623.52	112,968.77
Account No.								
Lauren Rachlin 37 Dorset Drive Buffalo, NY 14223	-		3/1/2010 Secured Subordinated Note Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.				6,075.14	3,139.19
Account No.								
Marlin Business Bank 2795 E Cottonwood Parkway Salt Lake City, UT 84121	-		8/21/2013 Equipment				11,780.00	11,780.00
Sheet <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims				Subtotal (Total of this page)			7,715,875.38	3,992,697.48

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTIN GENT	UNLIQ UIDATE D	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Robert McIntyre 2003 Trust 1061 Fulton St. Palo Alto, CA 94301-3313	-		3/1/2010 Secured Subordinated Note Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.				33,339.07	17,227.21
Account No.								
Washington Park Ventures, LLC 530 Hillside Dr. E Seattle, WA 98112	-		3/1/2010 Secured Subordinated Note Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.				501,825.56	259,307.04
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Sheet <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims							Subtotal (Total of this page)	535,164.63
								276,534.25
							Total (Report on Summary of Schedules)	8,536,413.80
								4,355,087.79

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)
Wages, salaries, and commissions**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY	
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M			
Account No.	-	2/25/2015; Vacation					0.00	395.59	395.59
Amann, Kyle J 5304 NE Wistaria Drive Portland, OR 97213	-								
Account No.	-	2/25/2015; Vacation					0.00	1,625.48	1,625.48
Banos, Yoel 310 East Ave. 28th Apt #1 Los Angeles, CA 90031	-								
Account No.	-	2/25/2015; Vacation					0.00	1,794.08	1,794.08
Bezdach, Jalil 9433 Flora Vista Street Bellflower, CA 90706	-								
Account No.	-	2/25/2015; Vacation					0.00	1,232.98	1,232.98
Buganan, Michelle T 1236 SE Bianca st Hillsboro, OR 97123	-								
Account No.	-	2/25/2015; Vacation					0.00	1,025.60	1,025.60
Camacho, Jessica 217 Columbia Street Apt # 1 Jersey City, NJ 07307	-								
Sheet <u>1</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)				0.00	6,073.73	6,073.73

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)
Wages, salaries, and commissions**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM					AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D				
Account No.		2/25/2015; Vacation					0.00		
Clark, Damarcus R 16715 NE Couch ct Portland, OR 97230	-						1,158.34		1,158.34
Account No.		2/25/2015; Vacation					0.00		
Clay, Charles M 1710 Nw 9th Avenue Hillsboro, OR 97124	-						5,500.00		5,500.00
Account No.		2/25/2015; Vacation					0.00		
Duke, Justin J 2260 15th Ave. San Francisco, CA 94116	-						3,000.40		3,000.40
Account No.		2/25/2015; Vacation					0.00		
Farley, Jacob M 12030 NW Kearney St Portland, OR 97229	-						802.55		802.55
Account No.		2/25/2015; Vacation					0.00		
Finkle, Daniel K 5609 NW 179th Ave Portland, OR 97229	-						2,037.36		2,037.36
Sheet 2 of 8 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)				0.00		0.00
							12,498.65		12,498.65

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)
Wages, salaries, and commissions**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY	
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M			
Account No.	-	2/25/2015; Vacation					0.00	1,362.97	1,362.97
Gorman, John S 291 S Linden ST Cornelius, OR 97113	-								
Account No.	-	2/25/2015; Vacation					0.00	1,160.99	1,160.99
Gorman, Joseph W 1202 Mariner Drive, Unit A San Francisco, CA 94130	-								
Account No.	-	2/25/2015; Vacation					0.00	1,837.50	1,837.50
Hensley, Amber J 22405 SW Hall St. Sherwood, OR 97140	-								
Account No.	-	2/25/2015; Vacation					0.00	2,100.00	2,100.00
Horton, John H 11458 71st Place South Seattle, WA 98178	-								
Account No.	-	2/25/2015; Vacation					0.00	104.88	104.88
La Sac, Joseph 847 NE Killingsworth St Portland, OR 97211							0.00	0.00	0.00
Sheet <u>3</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	<u>6,566.34</u>	<u>6,566.34</u>

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)
Wages, salaries, and commissions**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY	
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M A N T			
Account No.		2/25/2015; Vacation						0.00	
Lee, Stacey L 2010 SW Vacuna St Portland, OR 97219	-						7,415.38		7,415.38
Account No.		2/25/2015; Vacation						0.00	
Parada, Barbara 249 Riverview PL Apt A Cliffside PK, NJ 07010	-						625.35		625.35
Account No.		2/25/2015; Vacation						0.00	
Rivera, Melissa 167 3rd Street Jersey City, NJ 07302	-						128.25		128.25
Account No.		2/25/2015; Vacation						0.00	
Roe, Christopher J 6185 SW 163rd Pl Beaverton, OR 97007	-						2,887.50		2,887.50
Account No.		2/25/2015; Vacation						0.00	
Russo, Timothy P 2253 Gilman Dr W #307 Seattle, WA 98119	-						2,700.00		2,700.00
Sheet 4 of 8 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims		Subtotal (Total of this page)					0.00		0.00
							13,756.48		13,756.48

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)
Wages, salaries, and commissions**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY	
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M			
Account No.		2/25/2015; Vacation							
Savicki, Stephanie L 14111 SE Taylor St. Portland, OR 97233	-						0.00		
Account No.		2/25/2015; Vacation					0.00	0.00	
Smith, David D 6008 SE Golden St. Hillsboro, OR 97123	-						0.00		
Account No.		2/25/2015; Vacation					5,249.92	5,249.92	
Snyder, Andrea 9623 SW Reedway St Portland, OR 97226	-						0.00		
Account No.		2/25/2015; Vacation					94.44	94.44	
Vargas, Carlos 640 Morningside Ave Unit 28 Linden, NJ 07036	-						0.00		
Account No.		2/25/2015; Vacation					122.85	122.85	
Vega, Nelson 621 Viola Rd Spring Valley, NY 10977	-						0.00		
Sheet <u>5</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims						Subtotal (Total of this page)	<u>0.00</u>	<u>0.00</u>	
							<u>5,467.21</u>	<u>5,467.21</u>	

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)
Wages, salaries, and commissions**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY	
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M			
Account No.	-	2/25/2015; Vacation						0.00	
Walsh, Phil T 3617 SW Baird St. Unit 4 Portland, OR 97219	-						849.00		849.00
Account No.	-	2/25/2015; Vacation						0.00	
Wilson, James L 4483 NW Chanticleer Dr APT I-4 Portland, OR 97229	-						9,688.14		9,688.14
Account No.	-								
Account No.	-								
Account No.	-								
Account No.	-								

Sheet 6 of 8 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority ClaimsSubtotal
(Total of this page) **10,537.14** **0.00** **10,537.14**

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units****TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM					AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D				
Account No.									
City of Beaverton City Attorney's Office P.O. Box 4755 Beaverton, OR 97005-4755	-	Notice Party						0.00	0.00
Account No.									
Dept. of Consumer & Business Services DCBS - Fiscal Section 350 Winter St NE, #300 Salem, OR 97310	-	Notice Party						0.00	0.00
Account No.									
IRS-Centralized Insolvency P.O. Box 7346 Philadelphia, PA 19101-7346	-	Notice Party						0.00	0.00
Account No.									
Oregon Dept. of Revenue ODR Bkcy 955 Center NE #353 Salem, OR 97301-2555	-	Notice Party						0.00	0.00
Account No.									
U.S. Trustee - Portland Office 620 SW Main St #213 Portland, OR 97205	-	Notice Party						0.00	0.00
Subtotal (Total of this page)								0.00	0.00
Sheet 7 of 8 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims								0.00	0.00

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units****TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM					AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D				
Account No.									
Washington County Assessment & Taxation Department 155 N. First Avenue, Ste. 130 Hillsboro, OR 97124	-	Notice Party						0.00	
Account No.								0.00	0.00
Account No.									
Account No.									
Account No.									
Account No.									
Sheet <u>8</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	<u>0.00</u>	<u>0.00</u>
							Total (Report on Summary of Schedules)	<u>0.00</u>	<u>0.00</u>
								<u>54,899.55</u>	<u>54,899.55</u>

In re Earth Class Mail Corporation, Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
1068301 Ontario Inc. 161 Alden Road Unit 6 Markham, ON L3R3W7 CANADA	-		5/9/2008 Bridge Note No. 1				50,000.00
Account No.							
Alla Weinstein P. O. Box 1137 Mercer Island, WA 98040	-		10/6/2008 Bridge Note No. 56				50,000.00
Account No.							
Colin Wiel Investments 425 Market Street, 26th Floor San Francisco, CA 94105	-		10/6/2008 Bridge Note No. 57				50,000.00
Account No.							
Dan Kingsbury 11845 NW Blackhawk Drive Portland, OR 97229	-		10/6/2008 Bridge Note No. 43				25,000.00
Subtotal (Total of this page)							175,000.00

11 continuation sheets attached

In re Earth Class Mail Corporation

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Daniel J. Murphy P.O. Box 7044 Auburn, CA 95604	-	5/9/2008 Bridge Note No. 20				25,000.00
Account No.						
David C. Martin 72 Juniper Drive Atherton, CA 94027	-	10/6/2008 Bridge Note No. 45				250,000.00
Account No.						
Donald S. Jefferson 2025 77th Avenue NE Seattle, WA 98105	-	10/6/2008 Bridge Note No. 39				50,000.00
Account No.						
Dowd and Guild Capital Management 14 Crow Canyon Court, #200 San Ramon, CA 94583	-	5/9/2008 Bridge Note Nos. 3 & 34				100,000.00
Account No.						
Earl Sacerdoti 115 Camille Court Alama, CA 94507	-	5/9/2008 Bridge Note No. 21				50,000.00
Sheet no. <u>1</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						475,000.00

In re Earth Class Mail Corporation

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Edgar L. Lowe Family Trust 51 George Lane Sausalito, CA 94965	-	5/9/2008 Bridge Note No. 14				100,000.00
Account No.						
Evergone Investments LLC PO Box 1887 Milton, WA 98354	-	5/9/2008 Bridge Note No. 4				75,000.00
Account No.						
Express Services GA PO Box 535434 Atlanta, GA 30353-5434	-	02/25/2015 Temp Services				0.00
Account No.						
FOC2, LLC P.O. Box 6599 Incline Village, CA 89450	-	5/9/2008 Bridge Notes Nos. 5 & 36				250,000.00
Account No.						
Fred B. Weil and Joan K. Weil, Husband and Wife 340 Calle La Montana Moraga, CA 94556	-	10/6/2008 Bridge Note No. 55				25,000.00
Sheet no. <u>2</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		450,000.00	

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Frederick L. and Patricia M. Davenport 3697 Happy Valley Road Lafayette, CA 94549	-	10/6/2008 Bridge Note No. 33				40,000.00
Account No.						
FWCG Angel LLC 1740 Technology Drive, #260 San Jose, CA 95110	-	5/9/2008 Bridge Note No. 7				100,000.00
Account No.						
Hoselton Investment Group LLC 1100 Dexter Avenue N. Suite 100 Seattle, WA 98109	-	10/6/2008 Bridge Note No. 38				50,000.00
Account No.						
Howard Schwartz & Ellen Louise Schwartz 123 W Washington Ave, PH 1005 Madison, WI 53703	-	10/6/2008 Bridge Note No. 50				100,000.00
Account No.						
Hubert and Elaine Willman Trust November 8, 1989 4405 Deer Ridge Road Danville, CA 94506	-	10/6/2008 Bridge Note No. 58				25,000.00
Sheet no. <u>3</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			315,000.00

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
James A. Willman Or Successor Trustee 4305 West 125th Street Leawood, KS 66209	-	10/6/2008 Bridge Note No. 59				25,000.00
Account No.						
James and Carolyn Cohan Living Trust 604 Ridge Road Tiburon, CA 94920	-	10/6/2008 Bridge Note No. 32				125,000.00
Account No.						
Jeffrey M. Sturm Revocable Trust 3344 Rowland Drive Layayette, CA 94549	-	5/9/2008 Bridge Note No. 23				50,000.00
Account No.						
Jeffrey Scott Butts 18266 SW Jeremy Street Beaverton, OR 97007	-	10/6/2008 Bridge Note No. 29				50,000.00
Account No.						
Jeremy Vogler 3044 E South Mountain Avenue Phoenix, AZ 85042	-	10/6/2008 Bridge Note No. 54				100,000.00
Sheet no. <u>4</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			350,000.00

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Joe Giordano 1829 Killarney Way SE Bellevue, WA 98004	-	5/9/2008 Bridge Note No. 9				35,000.00
Account No.						
John D. Menke 255 California Street, 10th Floor San Francisco, CA 94111	-	5/9/2008 Bridge Note No. 18				300,000.00
Account No.						
John K. Younger 174 Main Drive San Rafael, ON 94901	-	5/9/2008 Bridge Note No. 28				50,000.00
Account No.						
Joseph A. Preis Family Trust of 9/25/01 2021 Fillmore Street San Francisco, CA 94115	-	10/6/2008 Bridge Note No. 49				25,000.00
Account No.						
Juan Pineda 4140 23rd Street San Francisco, CA 94114	-	10/6/2008 Bridge Note No. 48				25,000.00
Sheet no. <u>5</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			435,000.00

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
June Tong 663 Guerrero Street San Francisco, CA 94110	-	10/6/2008 Bridge Note No. 53				40,000.00
Account No.						
Jupiter Trust Agreement Dated April 2, 1996 2800 Wakefield Drive Belmont, CA 94002	-	10/6/2008 Bridge Note No. 40				40,000.00
Account No.						
Keith Weitzen 1 Dowitcher Court Alameda, CA 94501	-	5/9/2008 Bridge Note No. 27				50,000.00
Account No.						
Kirsten M. and Christopher C. Shilakes Family Trust, dated 8/5/2000 104 Oakdale Avenue Mill Valley, CA 94941	-	10/6/2008 Bridge Note No. 51				25,000.00
Account No.						
Knights Tower LLC 3319 Dewey Street Boise, ID 83703	-	5/9/2008 Bridge Note No. 13				100,000.00
Sheet no. <u>6</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			255,000.00

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		10/6/2008 Bridge Note No. 47				35,000.00
Mark and Kahla Nicholas 2408 Mackay Lane Redondo Beach, CA 90278	-					
Account No.		10/6/2008 Bridge Note Nos. 10 & 37				140,000.00
Mark Holmes PO Box 7710 Menlo Park, CA 94026-7710	-					
Account No.		5/9/2008 Bridge Note No. 24				500,000.00
Mark Volkmann 1007 Johnnie Dodds Blvd Mt. Pleasant, SC 29464	-					
Account No.		10/6/2008 Bridge Note No. 41				50,000.00
Melany Kahn 53 Stow Drive West Chesterfield, NH 03466	-					
Account No.		5/9/2008 Bridge Note No. 19				50,000.00
Michael J. Monsler 26 Pescadero Ct Danville, CA 94526	-					
Sheet no. <u>7</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			775,000.00

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Ned Getline and Irene Imfeld 1206 Rose St Berkeley, CA 94702	-	5/9/2008 Bridge Note No. 8				50,000.00
Account No.						
NW Natural PO Box 6017 Portland, OR 97228-6017	-	02/20/2015 Utilities				51.30
Account No.						
Patrick Wyatt 227 Bellevue Way, #220 Bellevue, WA 98004	-	10/6/2008 Bridge Note No. 60				100,000.00
Account No. xxxxxx.0009						
Perkins Coie LLP 1120 N.W. Couch St Tenth Floor Portland, OR 97209-4128	-	11/01/2014 to 02/08/2015 Legal Services				116,847.49
Account No.						
Peter W. Eising 6511 N.E. Windermere Road Seattle, WA 98105	-	10/6/2008 Bridge Note No. 35				25,000.00
Sheet no. 8 of 11 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			291,898.79

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		5/9/2008 Bridge Note No. 2				100,000.00
Portola Investments LLC PO Box 7120 Menlo Park, CA 94026	-					
Account No.		5/9/2008 Bridge Note No. 17				40,000.00
Robert W. McIntyre 2003 Trust 1061 Fulton Street Palo Alto, CA 94301	-					
Account No.		10/6/2008 Bridge Note No. 30				100,000.00
Sarah G. Carr 2315 38th Ave. E Seattle, WA 98112	-					
Account No.		10/6/2008 Bridge Note No. 31				150,000.00
Scott and Alexandra Clifford Living Trust U/R/T/A Nov 18, 1999 P.O. Box 305 Kentfield, CA 94914	-					
Account No.		5/9/2008 Bridge Note No. 22				100,000.00
Silverstone Capital LLC 1107 N Anderson Tacoma, WA 98406	-					
Sheet no. <u>9</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			490,000.00

In re

Earth Class Mail Corporation

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.						
Sprint PO Box 8077 London, KY 40742	-	02/05/2015 Mobile Internet Provider				113.68
Account No.						
Thomas M. Mahoney and Valerie A. Holst 5984 E Gateway Dr Boise, ID 83716	-	5/9/2008 Bridge Note No. 15				100,000.00
Account No.						
Tibor Kovacsavics 1843 NW Rosefinch Lane Portland, OR 97229	-	10/6/2008 Bridge Note No. 44				20,000.00
Account No.						
Tim McGarr and Susan Patricia Tym McGarr Living Trust 1120 Vancouver Avenue Burlingame, CA 94010	-	5/9/2008 Bridge Note Nos. 16 & 46				210,000.00
Account No.						
Tolson Revocable Trust U/A/D 11/12/01 601 Throckmorton Avenue Mill Valley, CA 94941	-	10/6/2008 Bridge Note No. 52				37,500.00
Sheet no. <u>10</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>367,613.68</u>

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Vikram Kashyap 1560 3rd Street, Apt 1407 San Francisco, CA 94158	-	5/9/2008 Bridge Note No. 12				40,000.00
Account No.						
Walter L. Ford, Jr. 1535 235th Ave SE Sammamish, WA 98075	-	5/9/2008 Bridge Note No. 6				50,000.00
Account No.						
Warren J. Kaplan 15340 Pepper Lane Saratoga, CA 95070	-	5/9/2008 Bridge Note No. 11				100,000.00
Account No.						
Washington Park Ventures LLC 530 Hillside Drive East Seattle, WA 98112	-	5/9/2008 Bridge Note No. 25				500,000.00
Account No.						
WDFA, LLC 1411 1/2 Poe Avenue NE Tacoma, WA 98422	-	5/9/2008 Bridge Note No. 26				75,000.00
Sheet no. <u>11</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			765,000.00
			Total (Report on Summary of Schedules)			5,144,512.47

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
230 PAS LLC 387 Park Avenue South 7th Floor New York, NY 10016	New York office lease, Begin Date: 5/7/2008, End Date: 4/30/2018, Remaining Commitment: \$480,051
Atlantic Metro 4 Century Drive Suite 102 Pasippany, NJ 07054	New York internet-redundancy, Begin Date: 3/31/2014, End Date: 3/31/2017, Remaining Commitment: \$7,514
Atlantic Metro 4 Century Drive Suite 102 Pasippany, NJ 07054	Los Angeles internet, Begin Date: 4/18/2014, End Date: 4/30/2017, Remaining Commitment: \$16,119
Atlantic Metro 4 Century Drive Suite 102 Pasippany, NJ 07054	San Francisco internet, Begin Date: 4/18/2014, End Date: 4/30/2017, Remaining Commitment: \$10,665
Baron Messenger via Hot Shot Delivery 382 NE 191st Street Miami, FL 33179	Miami address agreement, Begin Date: 10/1/2014, End Date: 9/30/2015, Remaining Commitment: \$1,600 Auto renews annually
Charles M Clay 1710 Nw 9th Avenue Hillsboro, OR 97124	Earth Class Mail Corporation Management Carve-Out Plan Effective Date: 2/27/2015
Chicago Messenger via Hot Shot Delivery 1600 S. Ashland Ave Chicago, IL 60608	Chicago address agreement, Begin Date: 10/1/2014, End Date: 9/30/2015, Remaining Commitment: \$1,600, Auto renews annually
Comcast PO Box 34744 Seattle, WA 98124-1744	Beaverton internet, Begin Date: 4/17/2014, End Date: 4/30/2017, Remaining Commitment: \$3,376
Comcast PO Box 34227 Seattle, WA 98124-1227	Seattle internet, Begin Date: 4/17/2014, End Date: 4/30/2015, Remaining Commitment: \$390
Cypress Capital Inc. (1 Sutter Street) 111 Sutter Street Ste 350 San Francisco, CA 94104	San Francisco office lease, Begin Date: 5/16/2008, End Date: 5/31/2015, Remaining Commitment: \$16,800, An amendment was signed 11/26/2014 extending the lease through 5/31/2016---Additional commitment totals \$67,200

In re

Earth Class Mail Corporation

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
David Smith 6008 SE Golden St Hillsboro, OR 97123	Earth Class Mail Corporation Management Carve-Out Plan Effective Date: 2/27/2015
DYN Global Headquarters 150 Dow Street Tower Two Manchester, NH 03101	DNS Service, Begin Date: 10/1/2013, End Date: 10/31/2015, Remaining Commitment: \$1,800
Hot Shot Delivery, Inc. PO Box 701189 Houston, TX 77270-1189	Hot Shot is a party to the Chicago, Houston & Miami agreements
Hudson Merrill Place, LLC 83 King Street Suite 404 Seattle, WA 98104	Seattle office lease, Begin Date: 11/1/2007, End Date: 11/30/2015, Remaining Commitment: \$13,543, Original end date of lease was 10/31/2017---We were notified earlier this year that due to planned seismic renovations our lease was being terminated early
Integra 1201 NE Lloyd Blvd Portland, OR 97232	Seattle internet-redundancy, Begin Date: 2/21/2014, End Date: 2/28/2017, Remaining Commitment: \$8,400
James Wilson 4483 NW Chanticleer Dr, Apt I-4 Portland, OR 97229	Earth Class Mail Corporation Management Carve-Out Plan Effective Date: 9/24/2014
Kape Property Management PO Box 6474 Beverly Hills, CA 90212-1474	Los Angeles office lease, Begin Date: 6/1/2008, Amendment Date 2/9/15, End Date: 5/31/2020, Remaining Commitment: \$456,163
Nimbus Center LLC 3217 Paysphere Circle Chicago, IL 60674	Beaverton office lease, Begin Date: 2/1/2013, End Date: 11/30/2018, Remaining Commitment: \$380,772
Pacific Office Automation PO Box 41602 Philadelphia, PA 19101-1602	7 i1420 Scanners and 4 A3 Flatbeds, Begin Date: 5/1/2010, End Date: 4/30/2015, Remaining Commitment: \$4,492, Lease term ended 4/30/2014 but was renewed for twelve months
Pacific Office Automation PO Box 41602 Philadelphia, PA 19101-1602	3 i1420 Scanners and 3 A3 Flatbeds, Begin Date: 6/14/2011, End Date: 5/14/2015, Remaining Commitment: \$2,136
Provantage LLC 7576 Freedom Ave. NW North Canton, OH 44720	MS Office Professional Plus, Begin Date: 12/3/2014, end Date: 12/2/2017, Remaining Commitment \$8,338, Two annual payments remaining
Solutions YES/Marlin Leasing 7409 SW Tech Center Drive Suite 100 Portland, OR 97223	Kyocera TA 4550ci, Remaining Commitment: \$11,780

In re Earth Class Mail Corporation, Case No. _____,
 Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Stacey Lee 2010 SW Vacuna St Portland, OR 97219	Earth Class Mail Corporation Management Carve-Out Plan Effective Date: 9/24/2014
Sunrise Delivery via Hot Shot Delivery 538 W. 21st Street Houston, TX 77008	Houston address agreement, Begin Date: 10/1/2014, End Date: 9/30/2015, Remaining Commitment: \$1,600, Auto renews annually
Time Warner PO Box 77169 Charlotte, NC 28271-7169	New York internet, Begin Date: 9/25/2014, End Date: 9/30/2017, Remaining Commitment: \$6,169
Unifi Equipment Finance PO Box 1689 Ann Arbor, MI 48106-1689	7i 1420 Scanners, Begin Date: 2/1/2014, End Date: 1/31/2018, Remaining Commitment: \$74,718
Vantiv (used to be Little) 900 Chelmsford Street Lowell, MA 01851	Credit card procesing, Begin Date: 2/22/2013, End Date: 2/21/2016, Remaining Commitment: \$76,800, Monthly amount varies based on credit card volume--Amounts in this schedule are based a monthly average for the trailing twelve months
ViaWest 6400 S. Fiddlers Green Circle Greenwood Village, CO 80111	Data center, Begin Date: 10/1/2013, End Date: 12/31/2016, Remaining Commitment: \$55,044
XO Communications 14239 Collections Center Drive Chicago, IL 60693	Phone system, Begin Date: 5/1/2012, End Date: 4/30/2015, Remaining Commitment: \$3,183, In April we extended the contract through 4/30/2015

In re Earth Class Mail Corporation, Case No. _____
Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0

continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
District of Oregon**

In re **Earth Class Mail Corporation**

Debtor(s)

Case No.

Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **40** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **February 27, 2015**Signature **/s/ Stacey Lee**

**Stacey Lee
Chief Financial Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Oregon**

In re **Earth Class Mail Corporation**

Debtor(s)

Case No.
Chapter**11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$0.00	2015 Income YTD Revenue \$496,150, Net Loss (\$173,357)
\$0.00	2014 Income Revenue \$5,310,429, Net Loss (\$1,802,339)
\$0.00	2013 Income Revenue \$5,087,453, Net Loss (\$1,525,423)

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

- a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

- b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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See attached Response to SOFA 3(b)**\$0.00****\$0.00**

None

- c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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See attached Response to SOFA 3(c)**\$0.00****\$0.00****4. Suits and administrative proceedings, executions, garnishments and attachments**

None

- a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	-------------------------	---------------------------------	--------------------------

None

- b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

None

- List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None

- a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None

- b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None

- List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None

- List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None

- List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Motschenbacher & Blattner, LLP 117 SW Taylor St., Suite 200 Portland, OR 97204	2/11/2015	\$50,000 - Retainer for services and filing fee

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Perkins Coie LLP 1120 N.W. Couch St Tenth Floor Portland, OR 97209-4128	2/9/2015	\$100,000 - Retainer for services

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input checked="" type="checkbox"/> b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS
**N15500 SW Jay Street
Beaverton, OR 97006**

NAME USED
Earth Class Mail Corporation

DATES OF OCCUPANCY
September 2007 - January 2013

16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS OF
SOCIAL-SECURITY OR
OTHER INDIVIDUAL
TAXPAYER-I.D. NO.

NAME	(ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Earth Class Mail Corporation	75-3174098	9450 SW Gemini Dr #101 Beaverton, OR 97008	Online logistics solution for mail and parcels	2004 - Present

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Stacey Lee 2010 SW Vacuna St Portland, OR 97219	2007 - Present
David Smith 6008 SE Golden St Hillsboro, OR 97123	2008 - Present

None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

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NAME
Stacey Lee

ADDRESS
**2010 SW Vacuna St
 Portland, OR 97219**
**6008 SE Golden St
 Hillsboro, OR 97123**

David Smith

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

Comerica Bank
Attn: Melanie Dovano
333 W Santa Clara St
12th Floor
San Jose, CA 95113

DATE ISSUED
February 2015

James Elliot
5319 SW Westgate Dr
Suite 109
Portland, OR 97221

September 2014

Flatiron Associates
155 Sansome St
Suite 850
San Francisco, CA 94104

September 2014**20. Inventories**

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)

- None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
 OF STOCK OWNERSHIP
**Preferred shareholder. Holds 33% of all
 outstanding voting securities.**

Ignition Venture Partners III, LLC
350 106th Ave NE
1st Floor
Bellevue, WA 98004

Holds two director seats

Ron Wiener
7841 SE 71st St
Mercer Island, WA 98040

Founder

**Common shareholder. Holds 23% of all
 outstanding voting securities.**

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Desh Urs 16851 Kolding Lane Beaverton, OR 97007	Director	NA
James Wilson 4483 NW Chanticleer Dr, Apt I-4 Portland, OR 97229	President, COO, Director	Holds less than 5% of all outstanding voting securities.
Stacey Lee 2010 SW Vacuna St Portland, OR 97219	CFO, Secretary	Holds less than 5% of all outstanding voting securities.

22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date February 27, 2015

Signature /s/ Stacey Lee
Stacey Lee
Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Response to S of A #3(b)

PROCESS DATE	VENDOR	AMOUNT	PURPOSE
11/21/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
11/21/2014	STAMPS.COM	3,191.00	POSTAGE AND SHIPPING
11/21/2014	USPS POSTAGE	10.00	POSTAGE AND SHIPPING
11/21/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
11/26/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
11/26/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
11/28/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
11/28/2014	STAMPS.COM	3,304.00	POSTAGE AND SHIPPING
11/28/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
11/28/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
11/30/2014	FULL FORCE CONTRACTING LLC	1,900.00	CONTRACTOR TO FIX NY STOREFRONT
12/01/2014	AMAZON	20.73	KITCHEN SUPPLIES
12/01/2014	COMERICA	33,963.13	LOAN REPAYMENT
12/02/2014	LEASEDIRECTRDPD	1,497.38	EQUIPMENT LEASE
12/02/2014	UPS	301.62	POSTAGE AND SHIPPING
12/02/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
12/03/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/03/2014	STAMPS.COM	(49.99)	POSTAGE AND SHIPPING
12/04/2014	PROVANTAGE LLC	4,169.00	COMPUTER EQUIPMENT
12/04/2014	USPS POSTAGE	200.00	POSTAGE AND SHIPPING
12/05/2014	230 PAS L.L.C.	2,548.00	NY OFFICE RENT
12/05/2014	AMAZON	4,050.56	SERVER EQUIPMENT
12/05/2014	BANKSERV	7,308.44	COGS - CHECK DEPOSIT FEES
12/05/2014	CAMPUSPOINT	2,117.10	TEMP HELP
12/05/2014	CLIFF BOWMAN	2,660.00	ENGINEERING CONTRACTOR
12/05/2014	EXPRESS SERVICES	2,248.20	TEMP HELP
12/05/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/05/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/05/2014	HOT SHOT DELIVERY, INC.	3,122.75	DELIVERY FEES
12/05/2014	NIMBUS CENTER, LLC	7,860.91	BEAVERTON OFFICE RENT
12/05/2014	UPS	213.26	POSTAGE AND SHIPPING
12/05/2014	UPS	117.29	POSTAGE AND SHIPPING
12/05/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
12/08/2014	FEDERAL EXPRESS	9,745.20	POSTAGE AND SHIPPING
12/08/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/08/2014	STAMPS.COM	410.77	POSTAGE AND SHIPPING
12/08/2014	STAMPS.COM	3,445.00	POSTAGE AND SHIPPING
12/08/2014	UPS	7.14	POSTAGE AND SHIPPING
12/09/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/09/2014	LEASEDIRECTRDPD	11.79	EQUIPMENT LEASE
12/09/2014	LEASEDIRECTRDPD	14.47	EQUIPMENT LEASE
12/09/2014	LEASEDIRECTRDPD	14.47	EQUIPMENT LEASE
12/09/2014	LEASEDIRECTRDPD	14.48	EQUIPMENT LEASE
12/09/2014	LEASEDIRECTRDPD	52.46	EQUIPMENT LEASE
12/09/2014	PROVANTAGE LLC	368.27	COMPUTER EQUIPMENT
12/09/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
12/10/2014	PROVANTAGE LLC	245.88	COMPUTER EQUIPMENT
12/11/2014	UPS	14.34	POSTAGE AND SHIPPING
12/11/2014	UPS	15.20	POSTAGE AND SHIPPING
12/11/2014	UPS	16.56	POSTAGE AND SHIPPING
12/11/2014	UPS	23.23	POSTAGE AND SHIPPING
12/11/2014	UPS	23.27	POSTAGE AND SHIPPING
12/11/2014	UPS	28.68	POSTAGE AND SHIPPING
12/11/2014	UPS	28.68	POSTAGE AND SHIPPING
12/11/2014	UPS	29.28	POSTAGE AND SHIPPING
12/11/2014	UPS	29.59	POSTAGE AND SHIPPING
12/11/2014	UPS	35.85	POSTAGE AND SHIPPING
12/11/2014	UPS	38.00	POSTAGE AND SHIPPING
12/11/2014	UPS	722.49	POSTAGE AND SHIPPING
12/11/2014	UPS	759.38	POSTAGE AND SHIPPING
12/11/2014	USPS POSTAGE	200.00	POSTAGE AND SHIPPING
12/12/2014	CAMPUSPOINT	599.54	TEMP HELP
12/12/2014	DELL BUSINESS CREDIT	24,043.56	DATABASE SERVERS
12/12/2014	EXPRESS SERVICES	2,354.86	TEMP HELP
12/12/2014	FEDERAL EXPRESS	12,051.85	POSTAGE AND SHIPPING
12/12/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/12/2014	HOT SHOT DELIVERY, INC.	2,834.00	DELIVERY FEES
12/12/2014	STAMPS.COM	4,000.00	POSTAGE AND SHIPPING
12/12/2014	VIAWEST	2,369.00	SERVER HOSTING FEES
12/12/2014	VOLT MANAGEMENT CORP.	740.19	TEMP HELP
12/15/2014	230 PAS L.L.C.	11,940.52	NY OFFICE RENT
12/15/2014	BANKSERV	7,107.84	COGS - CHECK DEPOSIT FEES
12/15/2014	CAMPUSPOINT	986.34	TEMP HELP

PROCESS DATE	VENDOR	AMOUNT	PURPOSE
12/15/2014	CYPRESS CAPITAL	5,600.00	SF OFFICE RENT
12/15/2014	EXPRESS SERVICES	2,043.46	TEMP HELP
12/15/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/15/2014	HOT SHOT DELIVERY, INC.	5,775.00	DELIVERY FEES
12/15/2014	HUDSON MERRILL PLACE,	2,416.75	SEATTLE OFFICE RENT
12/15/2014	IBRIDGE LLC	2,689.98	COGS - ELECTRONIC DELIVERY
12/15/2014	KAPE PROPERTY	7,846.10	LA OFFICE RENT
12/15/2014	NIMBUS CENTER, LLC	2,475.14	BEAVERTON OFFICE RENT
12/15/2014	PERKINS COIE LLP	24,354.94	LEGAL FEES
12/15/2014	VOLT MANAGEMENT CORP.	498.48	TEMP HELP
12/16/2014	LEASEDIRECTRDPD	711.93	EQUIPMENT LEASE
12/17/2014	FULL FORCE CONTRACTING LLC	1,900.00	CONTRACTOR TO FIX NY STOREFRONT
12/17/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/17/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
12/17/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
12/18/2014	STAMPS.COM	3,165.00	POSTAGE AND SHIPPING
12/19/2014	EXPRESS SERVICES	2,419.38	TEMP HELP
12/19/2014	FEDERAL EXPRESS	19,474.95	POSTAGE AND SHIPPING
12/20/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/22/2014	CAMPUSPOINT	387.82	TEMP HELP
12/22/2014	CLIFF BOWMAN	3,860.00	ENGINEERING CONTRACTOR
12/22/2014	ERVIN LEASING CO	2,075.50	EQUIPMENT LEASING
12/22/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/22/2014	UPS	7.14	POSTAGE AND SHIPPING
12/22/2014	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
12/24/2014	USPS POSTAGE	400.00	POSTAGE AND SHIPPING
12/26/2014	CAMPUSPOINT	1,244.39	TEMP HELP
12/26/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/26/2014	IBRIDGE LLC	2,157.54	COGS - ELECTRONIC DELIVERY
12/26/2014	NIMBUS CENTER, LLC	7,860.91	BEAVERTON OFFICE RENT
12/26/2014	STAMPS.COM	3,608.00	POSTAGE AND SHIPPING
12/26/2014	VOLT MANAGEMENT CORP.	270.84	TEMP HELP
12/29/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/31/2014	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
12/31/2014	UPS	914.45	POSTAGE AND SHIPPING
12/31/2014	USPS POSTAGE	400.00	POSTAGE AND SHIPPING
01/02/2015	COMERICA	33,999.01	LOAN REPAYMENT
01/02/2015	EXPRESS SERVICES	1,616.78	TEMP HELP
01/02/2015	HOT SHOT DELIVERY, INC.	3,151.75	DELIVERY FEES
01/02/2015	UPS	7.14	POSTAGE AND SHIPPING
01/02/2015	UPS	14.28	POSTAGE AND SHIPPING
01/02/2015	UPS	35.70	POSTAGE AND SHIPPING
01/02/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/02/2015	VOLT MANAGEMENT CORP.	395.71	TEMP HELP
01/03/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/05/2015	AMAZON	20.89	KITCHEN SUPPLIES
01/05/2015	LEASEDIRECTRDPD	1,497.38	EQUIPMENT LEASE
01/05/2015	STAMPS.COM	(49.99)	POSTAGE AND SHIPPING
01/05/2015	STAMPS.COM	3,000.00	POSTAGE AND SHIPPING
01/05/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/06/2015	STAMPS.COM	402.52	POSTAGE AND SHIPPING
01/07/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/07/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/08/2015	FEDERAL EXPRESS	24,632.32	POSTAGE AND SHIPPING
01/08/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/08/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/08/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/09/2015	EXPRESS SERVICES	1,699.65	TEMP HELP
01/09/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/09/2015	VOLT MANAGEMENT CORP.	102.84	TEMP HELP
01/12/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/12/2015	STAMPS.COM	3,243.00	POSTAGE AND SHIPPING
01/12/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/13/2015	230 PAS L.L.C.	2,491.19	NY OFFICE RENT
01/13/2015	CAMPUSPOINT	1,542.38	TEMP HELP
01/13/2015	CLIFF BOWMAN	2,460.00	ENGINEERING CONTRACTOR
01/13/2015	DELL BUSINESS CREDIT	4,606.25	SOFTWARE AND SUPPORT
01/13/2015	UPS	33.46	POSTAGE AND SHIPPING
01/13/2015	UPS SUPPLY CHAIN	1,594.68	CUSTOMS AND DUTIES
01/13/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/13/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/13/2015	VIAWEST	2,369.00	SERVER HOSTING FEES
01/14/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/14/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/15/2015	USPS POSTAGE	200.00	POSTAGE AND SHIPPING

PROCESS DATE	VENDOR	AMOUNT	PURPOSE
01/15/2015	USPS POSTAGE	200.00	POSTAGE AND SHIPPING
01/16/2015	EXPRESS SERVICES	2,486.63	TEMP HELP
01/16/2015	HOT SHOT DELIVERY, INC.	3,122.75	DELIVERY FEES
01/16/2015	LEASEDIRECTRPD	711.93	EQUIPMENT LEASE
01/16/2015	VOLT MANAGEMENT CORP.	86.40	TEMP HELP
01/20/2015	CAMPUSPOINT	647.89	TEMP HELP
01/20/2015	EXPRESS SERVICES	2,518.20	TEMP HELP
01/20/2015	FEDERAL EXPRESS	14,424.06	POSTAGE AND SHIPPING
01/20/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/20/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/20/2015	HOT SHOT DELIVERY, INC.	3,108.75	DELIVERY FEES
01/20/2015	IBRIDGE LLC	3,219.54	COGS - ELECTRONIC DELIVERY
01/20/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/21/2015	STAMPS.COM	3,911.00	POSTAGE AND SHIPPING
01/21/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
01/22/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/26/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/27/2015	230 PAS L.L.C.	11,940.52	NY OFFICE RENT
01/27/2015	CYPRESS CAPITAL	5,600.00	SF OFFICE RENT
01/27/2015	HUDSON MERRILL PLACE,	2,416.75	SEATTLE OFFICE RENT
01/27/2015	KAPE PROPERTY	7,846.10	LA OFFICE RENT
01/27/2015	NIMBUS CENTER, LLC	10,428.68	BEAVERTON OFFICE RENT
01/28/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/28/2015	STAMPS.COM	3,900.00	POSTAGE AND SHIPPING
01/28/2015	USPS POSTAGE	200.00	POSTAGE AND SHIPPING
01/29/2015	BANKSERV	7,220.84	COGS - CHECK DEPOSIT FEES
01/29/2015	CAMPUSPOINT	4,330.58	TEMP HELP
01/29/2015	CLIFF BOWMAN	3,840.00	ENGINEERING CONTRACTOR
01/29/2015	DESH URS	7,500.00	BOARD FEES
01/29/2015	FEDERAL EXPRESS	31,018.46	POSTAGE AND SHIPPING
01/29/2015	HOT SHOT DELIVERY, INC.	9,848.48	DELIVERY FEES
01/29/2015	IBRIDGE LLC	2,649.54	COGS - ELECTRONIC DELIVERY
01/29/2015	UPS	85.68	POSTAGE AND SHIPPING
01/29/2015	UPS SUPPLY CHAIN	349.30	CUSTOMS AND DUTIES
01/30/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
01/31/2015	FEDERAL EXPRESS	(73.11)	POSTAGE AND SHIPPING
02/02/2015	AMAZON	16.89	KITCHEN SUPPLIES
02/02/2015	CAMPUSPOINT	2,016.39	TEMP HELP
02/02/2015	COMERICA	33,775.96	LOAN REPAYMENT
02/02/2015	EXPRESS SERVICES	3,364.88	TEMP HELP
02/02/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/02/2015	STAMPS.COM	(49.99)	POSTAGE AND SHIPPING
02/02/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/02/2015	VOLT MANAGEMENT CORP.	1,916.00	TEMP HELP
02/03/2015	FEDERAL EXPRESS	9,115.77	POSTAGE AND SHIPPING
02/03/2015	LEASEDIRECTRPD	1,497.38	EQUIPMENT LEASE
02/04/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/04/2015	STAMPS.COM	3,138.00	POSTAGE AND SHIPPING
02/04/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/05/2015	AMAZON	463.98	COMPUTER SUPPLIES
02/06/2015	STAMPS.COM	258.22	POSTAGE AND SHIPPING
02/06/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/06/2015	USPS POSTAGE	400.00	POSTAGE AND SHIPPING
02/09/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/09/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/09/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/10/2015	PROVANTAGE LLC	1,832.60	COMPUTER EQUIPMENT
02/11/2015	FARLEIGH WADA WITT	2,000.00	BUILDING MAINTENANCE
02/11/2015	PERKINS COIE LLP	50,000.00	LEGAL FEES DEPOSIT
02/11/2015	PERKINS COIE LLP	50,000.00	LEGAL FEES DEPOSIT
02/11/2015	STAMPS.COM	4,226.00	POSTAGE AND SHIPPING
02/11/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/12/2015	230 PAS L.L.C.	11,940.52	NY OFFICE RENT
02/12/2015	AMAZON	36.38	KITCHEN SUPPLIES
02/12/2015	CLIFF BOWMAN	1,840.00	ENGINEERING CONTRACTOR
02/12/2015	CLIFF BOWMAN	4,300.00	ENGINEERING CONTRACTOR
02/12/2015	CYPRESS CAPITAL	5,600.00	SF OFFICE RENT
02/12/2015	EXPRESS SERVICES	4,827.03	TEMP HELP
02/12/2015	FEDERAL EXPRESS	11,001.12	POSTAGE AND SHIPPING
02/12/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/12/2015	HOT SHOT DELIVERY, INC.	2,102.37	DELIVERY FEES
02/12/2015	HOT SHOT DELIVERY, INC.	9,632.61	DELIVERY FEES
02/12/2015	HUDSON MERRILL PLACE,	2,416.75	SEATTLE OFFICE RENT
02/12/2015	IBRIDGE LLC	2,321.28	COGS - ELECTRONIC DELIVERY
02/12/2015	IBRIDGE LLC	2,688.60	COGS - ELECTRONIC DELIVERY

PROCESS DATE	VENDOR	AMOUNT	PURPOSE
02/12/2015	NIMBUS CENTER, LLC	2,333.42	BEAVERTON OFFICE RENT
02/12/2015	NIMBUS CENTER, LLC	8,095.26	BEAVERTON OFFICE RENT
02/12/2015	UPS	21.42	POSTAGE AND SHIPPING
02/12/2015	UPS	28.56	POSTAGE AND SHIPPING
02/12/2015	VIAWEST	2,384.75	SERVER HOSTING FEES
02/12/2015	VOLT MANAGEMENT CORP.	1,456.32	TEMP HELP
02/13/2015	AMAZON	52.68	KITCHEN SUPPLIES
02/13/2015	USPS POSTAGE	200.00	POSTAGE AND SHIPPING
02/17/2015	AMAZON	407.00	COMPUTER SUPPLIES
02/17/2015	AMAZON	872.00	COMPUTER SUPPLIES
02/17/2015	AMAZON	1,308.00	SERVER EQUIPMENT
02/17/2015	AMAZON	2,596.49	SERVER EQUIPMENT
02/17/2015	FEDERAL EXPRESS	4,514.90	POSTAGE AND SHIPPING
02/17/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/17/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/17/2015	LEASEDIRECTRPD	711.93	EQUIPMENT LEASE
02/17/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/17/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/17/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/17/2015	USPS POSTAGE	400.00	POSTAGE AND SHIPPING
02/19/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/19/2015	STAMPS.COM	4,260.00	POSTAGE AND SHIPPING
02/20/2015	230 PAS L.L.C.	2,539.30	NY OFFICE RENT
02/20/2015	BANKSERV	7,270.24	COGS - CHECK DEPOSIT FEES
02/20/2015	CLIFF BOWMAN	1,840.00	ENGINEERING CONTRACTOR
02/20/2015	DESH URS	7,500.00	BOARD FEES
02/20/2015	EXPRESS SERVICES	4,672.40	TEMP HELP
02/20/2015	HOT SHOT DELIVERY, INC.	3,278.90	DELIVERY FEES
02/20/2015	KAPE PROPERTY	3,551.70	LA OFFICE RENT
02/20/2015	UPS	35.70	POSTAGE AND SHIPPING
02/20/2015	UPS	359.10	POSTAGE AND SHIPPING
02/20/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/20/2015	VOLT MANAGEMENT CORP.	1,840.26	TEMP HELP
02/23/2015	AMAZON	28.30	KITCHEN SUPPLIES
02/23/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/23/2015	USPS POSTAGE	300.00	POSTAGE AND SHIPPING
02/24/2015	GOOGLE ADWORDS	500.00	SEARCH ENGINE OPTIMIZATION
02/25/2015	EXPRESS SERVICES	832.12	TEMP HELP
02/25/2015	HOT SHOT DELIVERY, INC.	2,389.81	DELIVERY FEES
02/25/2015	IBRIDGE LLC	2,817.00	COGS - ELECTRONIC DELIVERY
02/25/2015	KAPE PROPERTY	2,942.57	NNN - SHORE-UP
02/25/2015	UPS	28.56	POSTAGE AND SHIPPING
02/25/2015	UPS SUPPLY CHAIN	538.39	CUSTOMS AND DUTIES
02/25/2015	VOLT MANAGEMENT CORP.	759.77	TEMP HELP

Response to S of A #3(c)

Date	Name	Payment Amt	Description
11/01/2014	Desh Urs	\$ 7,500.00	Quarterly board fee
01/29/2015	Desh Urs	\$ 7,500.00	Quarterly board fee
02/20/2015	Desh Urs	\$ 7,500.00	Quarterly board fee
03/05/2014	iBridge LLC	\$ 3,116.34	COGS - Digital delivery
03/25/2014	iBridge LLC	\$ 2,513.70	COGS - Digital delivery
04/01/2014	iBridge LLC	\$ 2,578.86	COGS - Digital delivery
04/22/2014	iBridge LLC	\$ 2,723.70	COGS - Digital delivery
04/28/2014	iBridge LLC	\$ 2,637.60	COGS - Digital delivery
05/27/2014	iBridge LLC	\$ 2,875.38	COGS - Digital delivery
06/03/2014	iBridge LLC	\$ 2,730.06	COGS - Digital delivery
06/24/2014	iBridge LLC	\$ 2,661.24	COGS - Digital delivery
07/08/2014	iBridge LLC	\$ 2,415.84	COGS - Digital delivery
07/25/2014	iBridge LLC	\$ 2,460.48	COGS - Digital delivery
08/12/2014	iBridge LLC	\$ 2,440.68	COGS - Digital delivery
08/19/2014	iBridge LLC	\$ 2,313.36	COGS - Digital delivery
09/18/2014	iBridge LLC	\$ 2,627.64	COGS - Digital delivery
09/26/2014	iBridge LLC	\$ 2,223.48	COGS - Digital delivery
09/26/2014	iBridge LLC	\$ 2,510.88	COGS - Digital delivery
10/20/2014	iBridge LLC	\$ 2,575.38	COGS - Digital delivery
10/29/2014	iBridge LLC	\$ 2,641.98	COGS - Digital delivery
11/19/2014	iBridge LLC	\$ 2,632.14	COGS - Digital delivery
11/26/2014	iBridge LLC	\$ 2,946.96	COGS - Digital delivery
12/15/2014	iBridge LLC	\$ 2,689.98	COGS - Digital delivery
12/26/2014	iBridge LLC	\$ 2,157.54	COGS - Digital delivery
01/20/2015	iBridge LLC	\$ 3,219.54	COGS - Digital delivery
01/29/2015	iBridge LLC	\$ 2,649.54	COGS - Digital delivery
02/12/2015	iBridge LLC	\$ 2,321.28	COGS - Digital delivery
02/12/2015	iBridge LLC	\$ 2,688.60	COGS - Digital delivery
02/25/2015	iBridge LLC	\$ 2,817.00	COGS - Digital delivery
02/28/2014	Jim Wilson	\$ 4,122.31	Payroll
03/15/2014	Jim Wilson	\$ 4,335.64	Payroll
03/18/2014	Jim Wilson	\$ 260.00	Expense reimbursement
03/31/2014	Jim Wilson	\$ 4,335.39	Payroll
04/15/2014	Jim Wilson	\$ 4,336.04	Payroll
04/30/2014	Jim Wilson	\$ 25.00	Expense reimbursement
04/30/2014	Jim Wilson	\$ 4,335.39	Payroll
05/15/2014	Jim Wilson	\$ 4,335.38	Payroll
05/31/2014	Jim Wilson	\$ 4,335.51	Payroll
06/15/2014	Jim Wilson	\$ 4,335.78	Payroll
06/30/2014	Jim Wilson	\$ 4,336.04	Payroll
07/10/2014	Jim Wilson	\$ 170.18	Expense reimbursement
07/15/2014	Jim Wilson	\$ 17,633.28	Payroll
07/31/2014	Jim Wilson	\$ 4,335.25	Payroll
08/11/2014	Jim Wilson	\$ 3,895.68	Expense reimbursement (\$3,700 for Safe Harbor membership)
08/15/2014	Jim Wilson	\$ 4,335.51	Payroll
08/26/2014	Jim Wilson	\$ 100.00	Expense reimbursement
08/31/2014	Jim Wilson	\$ 4,598.02	Payroll
09/11/2014	Jim Wilson	\$ 161.91	Expense reimbursement
09/15/2014	Jim Wilson	\$ 4,721.24	Payroll
09/30/2014	Jim Wilson	\$ 4,720.98	Payroll
10/06/2014	Jim Wilson	\$ 153.40	Expense reimbursement
10/10/2014	Jim Wilson	\$ 1,250.00	Legal reimbursement
10/15/2014	Jim Wilson	\$ 4,621.94	Payroll
10/30/2014	Jim Wilson	\$ 785.00	Expense reimbursement (die cut dividers for operations)
10/31/2014	Jim Wilson	\$ 4,621.80	Payroll
11/15/2014	Jim Wilson	\$ 4,622.06	Payroll
11/15/2014	Jim Wilson	\$ 7,480.05	Payroll
11/18/2014	Jim Wilson	\$ 500.00	Legal reimbursement
11/30/2014	Jim Wilson	\$ 4,622.32	Payroll
12/05/2014	Jim Wilson	\$ 173.97	Expense reimbursement
12/15/2014	Jim Wilson	\$ 9,523.08	Payroll
12/15/2014	Jim Wilson	\$ 500.00	Payroll
12/22/2014	Jim Wilson	\$ 170.13	Expense reimbursement
12/30/2014	Jim Wilson	\$ 7,083.47	Payroll
01/14/2015	Jim Wilson	\$ 4,250.94	Payroll

Date	Name	Payment Amt	Description
01/29/2015	Jim Wilson	\$ 4,249.89	Payroll
02/13/2015	Jim Wilson	\$ 8,901.17	Payroll
02/27/2015	Jim Wilson	\$ 4,200.41	Payroll
02/28/2014	Stacey Lee	\$ 1,660.73	Payroll
03/15/2014	Stacey Lee	\$ 1,746.26	Payroll
03/31/2014	Stacey Lee	\$ 2,287.04	Payroll
04/15/2014	Stacey Lee	\$ 3,949.86	Payroll
04/30/2014	Stacey Lee	\$ 3,949.99	Payroll
05/15/2014	Stacey Lee	\$ 3,949.74	Payroll
05/31/2014	Stacey Lee	\$ 3,949.86	Payroll
06/15/2014	Stacey Lee	\$ 3,950.26	Payroll
06/30/2014	Stacey Lee	\$ 3,949.60	Payroll
07/15/2014	Stacey Lee	\$ 16,274.03	Payroll
07/31/2014	Stacey Lee	\$ 3,949.60	Payroll
08/15/2014	Stacey Lee	\$ 3,949.74	Payroll
08/31/2014	Stacey Lee	\$ 3,949.73	Payroll
09/15/2014	Stacey Lee	\$ 4,092.20	Payroll
09/30/2014	Stacey Lee	\$ 4,315.01	Payroll
10/06/2014	Stacey Lee	\$ 228.19	Expense reimbursement
10/10/2014	Stacey Lee	\$ 1,250.00	Legal reimbursement
10/15/2014	Stacey Lee	\$ 4,373.96	Payroll
10/31/2014	Stacey Lee	\$ 4,374.88	Payroll
11/15/2014	Stacey Lee	\$ 4,374.09	Payroll
11/15/2014	Stacey Lee	\$ 6,913.31	Payroll
11/18/2014	Stacey Lee	\$ 500.00	Legal reimbursement
11/30/2014	Stacey Lee	\$ 4,374.35	Payroll
12/12/2014	Stacey Lee	\$ 47.00	Expense reimbursement
12/15/2014	Stacey Lee	\$ 8,935.88	Payroll
12/15/2014	Stacey Lee	\$ 500.00	Payroll
12/30/2014	Stacey Lee	\$ 6,678.53	Payroll
01/14/2015	Stacey Lee	\$ 1,812.95	Payroll
01/29/2015	Stacey Lee	\$ 1,812.69	Payroll
02/03/2015	Stacey Lee	\$ 57.40	Expense reimbursement
02/13/2015	Stacey Lee	\$ 3,736.77	Payroll
02/27/2015	Stacey Lee	\$ 1,812.95	Payroll

United States Bankruptcy Court
District of Oregon

In re Earth Class Mail Corporation

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
David C. Martin 72 Juniper Drive Atherton, CA 94027	David C. Martin 72 Juniper Drive Atherton, CA 94027	Bridge Note No. 45		250,000.00
FOC2, LLC P.O. Box 6599 Incline Village, CA 89450	FOC2, LLC P.O. Box 6599 Incline Village, CA 89450	Bridge Notes Nos. 5 & 36		250,000.00
Ignition Ventures Partners III, LLC 350 106th Ave. 1st Floor Bellevue, WA 98004	Ignition Ventures Partners III, LLC 350 106th Ave. 1st Floor Bellevue, WA 98004	Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.		218,623.52 (Unknown secured)
James and Carolyn Cohan Living Trust 604 Ridge Road Tiburon, CA 94920	James and Carolyn Cohan Living Trust 604 Ridge Road Tiburon, CA 94920 415-435-6935	Bridge Note No. 32		125,000.00
Jeremy Vogler 3044 E South Mountain Avenue Phoenix, AZ 85042	Jeremy Vogler 3044 E South Mountain Avenue Phoenix, AZ 85042	Bridge Note No. 54		100,000.00
John D. Menke 255 California Street, 10th Floor San Francisco, CA 94111	John D. Menke 255 California Street, 10th Floor San Francisco, CA 94111 415-318-1099□	Bridge Note No. 18		300,000.00
Knights Tower LLC 3319 Dewey Street Boise, ID 83703	Knights Tower LLC 3319 Dewey, Street Boise, ID 83703 208-989-4408□	Bridge Note No. 13		100,000.00
Mark Holmes PO Box 7710 Menlo Park, CA 94026-7710	Mark Holmes PO Box 7710 Menlo Park, CA 94026-7710	Bridge Note Nos. 10 & 37		140,000.00
Mark Volkmann 1007 Johnnie Dodds Blvd Mt. Pleasant, SC 29464	Mark Volkmann 1007 Johnnie Dodds Blvd Mt. Pleasant, SC 29464	Bridge Note No. 24		500,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **Earth Class Mail Corporation**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Patrick Wyatt 227 Bellevue Way, #220 Bellevue, WA 98004	Patrick Wyatt 227 Bellevue Way, #220 Bellevue, WA 98004	Bridge Note No. 60		100,000.00
Perkins Coie LLP 1120 N.W. Couch St Tenth Floor Portland, OR 97209-4128	Perkins Coie LLP 1120 N.W. Couch St Tenth Floor Portland, OR 97209-4128	Legal Services		116,847.49
Portola Investments LLC PO Box 7120 Menlo Park, CA 94026	Portola Investments LLC PO Box 7120 Menlo Park, CA 94026 650-854-0552	Bridge Note No. 2		100,000.00
Sarah G. Carr 2315 38th Ave. E Seattle, WA 98112	Sarah G. Carr 2315 38th Ave. E Seattle, WA 98112 206-388-4052	Bridge Note No. 30		100,000.00
Scott and Alexandra Clifford Living Trust U/R/T/A Nov 18, 1999 P.O. Box 305 Kentfield, CA 94914	Scott and Alexandra Clifford Living Trust U/R/T/A Nov 18, 1999 P.O. Box 305 Kentfield, CA 94914 415-686-9779	Bridge Note No. 31		150,000.00
Silverstone Capital LLC 1107 N Anderson Tacoma, WA 98406	Silverstone Capital LLC 1107 N Anderson Tacoma, WA 98406 253-304-4654	Bridge Note No. 22		100,000.00
Thomas M. Mahoney and Valerie A. Holst 5984 E Gateway Dr Boise, ID 83716	Thomas M. Mahoney and Valerie A. Holst 5984 E Gateway Dr Boise, ID 83716 208-963-9937	Bridge Note No. 15		100,000.00
Tim McGarr and Susan Patricia Tym McGarr Living Trust 1120 Vancouver Avenue Burlingame, CA 94010	Tim McGarr and Susan Patricia Tym McGarr Living Trust 1120 Vancouver Avenue Burlingame, CA 94010	Bridge Note Nos. 16 & 46		210,000.00
Warren J. Kaplan 15340 Pepper Lane Saratoga, CA 95070	Warren J. Kaplan 15340 Pepper Lane Saratoga, CA 95070 408-354-5599	Bridge Note No. 11		100,000.00
Washington Park Ventures LLC 530 Hillside Drive East Seattle, WA 98112	Washington Park Ventures LLC 530 Hillside Drive East Seattle, WA 98112 206-328-8822	Bridge Note No. 25		500,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **Earth Class Mail Corporation**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Washington Park Ventures, LLC 530 Hillside Dr. E Seattle, WA 98112	Washington Park Ventures, LLC 530 Hillside Dr. E Seattle, WA 98112	Financing agreement secured by substantially all of Debtor's assets. Priority shared with other Secured Subordinated Notes.		501,825.56 (Unknown secured)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date February 27, 2015

Signature /s/ Stacey Lee
Stacey Lee
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of Oregon

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

Chapter _____

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Adams, Dana 11680 179th PI NE Redmond, WA 98052	Preferred	26,778	0.1%
Alfke, Ed 701-1128 Sunset Dr Kelowna, BC V1X9W7 CANADA	Preferred	44,509	0.2%
Allsop, James D. 2144 Delesta Drive Bellingham, WA 98226	Preferred	27,818	0.1%
Andrews, Phillip 4018 31st Avenue West Seattle, WA 98199	Common	2,500	0.0%
Bajaj, Anita 4615 Rockingham Court Oakland, CA 94619	Preferred	214,224	0.8%
Barakat, Sam 161 Alpine Terrace Oakland, CA 94618	Preferred	107,112	0.4%
Barton, Richard 14915 SW 100 Tigard, OR 97224	Preferred	119,438	0.4%
Barton, Richard 14915 SW 100 Tigard, OR 97224	Common	30,000	0.1%
Bayles, Len 8693 Willow Green Cir. Salt Lake City, UT 84093	Common	111,979	0.4%
Bell, Steve & Karen 3128 SW Bennington Drive Portland, OR 97205	Preferred	23,795	0.1%
Bevis, Doug 530 Hillside Drive East Seattle, WA 98112	Preferred	325,497	1.2%

11 continuation sheets attached to List of Equity Security Holders

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bird, Michael Gregory P.O. Box 2010 Kelowna, BC V1X4K5 CANADA	Preferred	55,636	0.2%
Birdsong III, George P. PO Box 922 Diablo, CA 94528	Preferred	27,818	0.1%
Bloodworth, Don 1336 NW 23rd Avenue Camas, WA 98607	Preferred	23,795	0.1%
Boden, Sarah 2315 38th Ave. E Seattle, WA 98112	Common	15,625	0.1%
Bonanno, Jonathan 3459 26th St San Francisco, CA 94110	Preferred	55,636	0.2%
Bondi, Thomas 594 S 14th St San Jose, CA 95112	Preferred	26,778	0.1%
Bourne, David c/o Equastone 8910 University Center Lane Suite 500 San Diego, CA 92122	Preferred	111,273	0.4%
Bradley, Philip 11442 Cartwright Road Boise, ID 83714	Preferred	53,556	0.2%
Brien, Doug 3160 Crow Canyon Place Suite 235 San Ramon, CA 94583	Preferred	27,818	0.1%
Buchwald , Kurt 30449 Morning View Drive Malibu, CA 90265	Preferred	29,638	0.1%
Burkland, Jeffery 2 Bayside Village, #119 San Francisco, CA 94107	Preferred	16,067	0.1%
Campbell, Russell 17205 SW Johnson St. Beaverton, OR 97006	Common	2,000	0.0%

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Clay, Matt 1710 NW 9th Avenue Hillsboro, OR 97124	Common	82,499	0.3%
Clifford, Scott P.O. Box 305 Kentfield, CA 94914	Preferred	214,225	0.8%
Colton, Laurence Four Point Insurance Three Embarcadero Center, # 1610 San Francisco, CA 94111	Preferred	53,556	0.2%
Combi, Robert 1254 Panorama Dr Lafayette, CA 94549	Preferred	107,112	0.4%
Cook, Russell 159 Denny Way #411 Seattle, WA 98109	Preferred	134,930	0.5%
Cosgrove, Claudia 5211 SW 18th Place Portland, OR 97239	Common	32,000	0.1%
Crawford, Jim P. O. Box 2294 Hillsboro, OR 97123	Common	1,850	0.0%
Cullinan , Derk 200 West 72nd #11H New York, NY 10023	Preferred	33,382	0.1%
Dahl, Kenn 21827 NE 137th Street Woodinville, WA 98077	Preferred	395,088	1.5%
Dahl, Kenn 21827 NE 137th Street Woodinville, WA 98077	Common	200,000	0.7%
Davis, Matt 2070 SW Pheasant Dr. Beaverton, OR 97006	Common	45,583	0.2%
DeGabrielle, Debbie 1711 NE Ravenna Boulevard Seattle, WA 98105	Common	12,050	0.0%

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Dujari, Rajeev 109 2nd St S #422 Kirkland, WA 98033	Preferred	111,273	0.4%
Dujari, Rajeev 109 2nd St S #422 Kirkland, WA 98033	Common	81,907	0.3%
Eising, Peter 6511 N.E. Windermere Road Seattle, WA 98105	Preferred	26,778	0.1%
Eng, Eric 4155 Executive Drive E406 La Jolla, CA 92037	Preferred	26,778	0.1%
Eng, Thomas 3015 126th Ave NE Bellevue, WA 98005	Preferred	53,556	0.2%
Evans, Jeff 19981 SW Corrine Street Beaverton, OR 97007	Common	181,250	0.7%
Felton, Matthew 520 SW Sixth Avenue Suite 610 Portland, OR 97204	Preferred	48,890	0.2%
Fischer, Tom 10 George Lane Mill Valley, CA 94941	Preferred	82,413	0.3%
Ford, Walter 1535 235th Ave SE Sammamish, WA 98075	Preferred	53,556	0.2%
Francone, Frank 1201 Brickyard Way #411 Point Richmond, CA 94801	Preferred	53,556	0.2%
Fulgham, Travis 11050 SW Gaarde St #15 Tigard, OR 97224	Common	800	0.0%
Getline, Ned 1206 Rose St Berkeley, CA 94702	Preferred	218,384	0.8%

In re **Earth Class Mail Corporation**, Case No. _____,
 Debtor

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Gilbert, Robert 9611 42nd Ave NE Seattle, WA 98115	Common	16,125	0.1%
Gold, David B. 44 Montgomery #3750 San Francisco, CA 94104	Preferred	111,273	0.4%
Gold, Steven 44 Montgomery #3750 San Francisco, CA 94104	Preferred	27,818	0.1%
Gonzalez, John 13 Portofino Road San Rafael, CA 94901	Preferred	12,222	0.05%
Gonzalez, John 13 Portofino Road San Rafael, CA 94901	Common	36,458	0.15%
Gorelick, Jeffrey Alan 16 Bishop Ct Oakland, CA 94611	Preferred	83,455	0.3%
Graham, Katie 9205 NE 81st Loop Vancouver, WA 98662	Common	550	0.0%
Grant, Brian 1200 6th Avenue Suite 1800 Seattle, WA 98101	Preferred	107,112	0.4%
Greene, Ron 1723 Cloverfield Blvd Santa Monica, CA 90404	Preferred	18,745	0.1%
Gregory, Glenn 15956 NE 95th Way Redmond, WA 98052	Preferred	10,711	0.0%
Groenier, Steve 2016 21st Ave. SE Puyallup, WA 98372	Common	5,750	0.0%
Hayashi, Craig 9 Gange Avenue Toronto, ON M4V2B4 CANADA	Preferred	21,422	0.1%

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Hennessey, Michael 151 Alice B Toklas #812 San Francisco, CA 94109	Preferred	109,192	0.4%
Hill, Derek 20030 SW Military Ln. Beaverton, OR 97007	Common	11,250	0.0%
Holmes, Mark PO Box 7710 Menlo Park, CA 94026-7710	Preferred	42,845	0.2%
Holmes, Robert 13602 SE 56th Place Bellevue, WA 98004	Preferred	26,778	0.1%
Horowitz, Paul 27420 Tourney Rd. Suite 150 Valencia, CA 91355	Preferred	12,222	0.0%
Hymowitz, Mitchell 6807 38th Ave NE Seattle, WA 98115	Preferred	247,243	0.4%
Hymowitz, Mitchell 6807 38th Ave NE Seattle, WA 98115	Common	113,195	0.9%
Ignition Managing Directors Fund III LLC 11400 SE 6th Street Bellevue, WA 98004	Preferred	182,530	0.7%
Ignition Venture Partners III, LLC 350 106th Ave NE, 1st Floor Bellevue, WA 98004	Preferred	6,244,626	22.9%
Jackson, Jack 8460 Benotho Place Mercer Island, WA 98040	Preferred	37,489	0.1%
Johnston, Carl P.O. Box 6599 Incline Village, CA 89450	Preferred	107,112	0.4%
Kahn, Emily Mason 32 West 20th Street New York, NY 10011	Preferred	214,225	0.8%
Kahn, Melany 53 Stow Drive West Chesterfield, NH 03466	Preferred	160,668	0.6%

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Kane, Joanna 3205 NE 58th Ave Portland, OR 97213-3359	Common	600	0.0%
Karasiuk, Larry 25 Bruno Ridge Drive Caledon, ON L73088 CANADA	Preferred	54,596	0.2%
Kaslofsky, Licia R. 4618 19th Street San Francisco, CA 94114	Preferred	55,636	0.2%
Kawasaki, Charles N. 7400 SW Barnes Rd, #1103 Portland, OR 97225	Common	300,000	1.1%
Keene, James L. 300 Montgomery St. Suite 1130 San Francisco, CA 94104	Preferred	107,112	0.4%
Kingsbury , Daniel J. 11845 NW Blackhawk Drive Portland, OR 97229	Preferred	30,556	0.1%
Kovacsics, Tibor 1843 NW Rosefinch Lane Portland, OR 97229	Preferred	12,222	0.0%
Kwak, Chris 500A E 87th ST Apt 6EE New York, NY 10128	Preferred	290,319	1.1%
Kwak, Chris 500A E 87th ST Apt 6EE New York, NY 10128	Common	200,000	0.7%
Lance, Jack 3287 Pharoahs Lane Sebastopol, CA 95472	Preferred	26,778	0.1%
Laren, Carter 13650 Skyline Blvd Oakland, CA 94619	Preferred	53,556	0.2%
Lee, Stacey 2010 SW Vacuna Street Portland, OR 97219	Common	33,854	0.1%

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Legras , Marc D. 2136 NW Woodrose Dr. Portland, OR 97229	Preferred	61,112	0.2%
Lizardy, Robert 689 14th St. #3 San Francisco, CA 94114	Common	6,000	0.0%
Long, Gregory 5200 SW 141 St., #44 Beaverton, OR 97005	Common	3,207	0.0%
Ly, Tam 12702 NW Alsace Lane Portland, OR 97229	Common	5,333	0.0%
McCann, Byron PO Box 99291 Seattle, WA 98139	Preferred	26,778	0.1%
McDaniel, Terry L. 15 Railroad Ave Danville, CA 94526	Preferred	55,636	0.2%
McIntyre, Robert 1061 Fulton Street Palo Alto, CA 94301	Preferred	107,112	0.4%
Meier, Rae 557 Radant Court Kelowna, BC V1W1A1 CANADA	Preferred	27,818	0.1%
Milburn, Melissa 7480 81st Pl SE, Mercer Island, WA 98040	Common	7,000	0.0%
Miles, Michael 6135 SW Arrowwood Ln Portland, OR 97223	Common	744,518	2.7%
Monsler, Michael J. 26 Pescadero Ct Danville, CA 94526	Preferred	55,636	0.2%
Murphy, Daniel J. P.O. Box 7044 Auburn, CA 95604	Preferred	117,823	0.4%

In re **Earth Class Mail Corporation**, Case No. _____,
 Debtor

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Murray, Vince 463 Cascia Drive Kelowna, BC V1W3C7 CANADA	Preferred	54,580	0.2%
Powell, Cameron 93 S. Jackson Street #22 Seattle, WA 98104	Preferred	78,000	0.3%
Powell, Cameron 93 S. Jackson Street #22 Seattle, WA 98104	Common	315,438	1.1%
Powers, Dennis 9702 NW Fleischner St. Portland, OR 97229	Preferred	12,222	0.0%
Preis, Joe 2021 Fillmore Street San Francisco, CA 94115	Preferred	26,778	0.1%
Prochaska, Brett 2390 NW 121st Place Portland, OR 97229	Common	697,261	2.6%
Rachlin, Lauren D. 37 Dorset Drive Bufallo, NY 14223	Preferred	22,255	0.1%
Richardson, David L. 2436 NE Dexter Ave. Gresham, OR 97030	Common	104,167	0.4%
Rosen, Richard G. 2015 NE 28th Portland, OR 97212	Preferred	61,112	0.3%
Rosen, Richard G. 2015 NE 28th Portland, OR 97212	Common	258,333	0.9%
Rowe, Andrew G. 1485 SW Cardinell Drive Portland, OR 97201	Preferred	12,222	0.1%
Rowe, Andrew G. 1485 SW Cardinell Drive Portland, OR 97201	Common	258,333	0.9%

In re **Earth Class Mail Corporation**, Case No. _____,
 Debtor

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Salvage, Chris PO Box 153 Laclede, ID 83841	Common	29,167	0.1%
Scott, Ryan 3450 Sacramento St # 446 San Francisco, CA 94118	Preferred	107,112	0.4%
Selig, Lauren 1000 Second Avenue Suite 1800 Seattle, WA 98104	Preferred	107,112	0.4%
Shaffer, Grant K. PO Box 10505 Portland, OR 97296	Preferred	87,305	0.3%
Shilakes, Chris 104 Oakdale Avenue Mill Valley, CA 94941	Preferred	111,273	0.4%
Shilakes, Chris 104 Oakdale Avenue Mill Valley, CA 94941	Common	11,200	0.1%
Silver, Warren 303 East 83rd Street, Apt 14G New York, NY 10028	Preferred	107,112	0.4%
Slyter, Anthony 20 E 14th St. Apt 5R New York, NY 10003	Common	3,333	0.0%
Smith, David 6008 SE Golden St. Hillsboro, OR 97123	Common	6,563	0.0%
Solomon, David PO Box 7120 Menlo Park, CA 94026	Preferred	325,497	1.2%
Solomon, Jonathan 1677 N Pelham Rd Atlanta, GA 00030-3024	Preferred	107,112	0.4%
Staub, Carl PO Box 871633 Vancouver, OR 98682-1633	Common	5,000	0.0%

In re **Earth Class Mail Corporation**

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Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Stone, David 8725 Production Avenue San Diego, CA 92121	Preferred	27,818	0.1%
Sturm, Jeff 3344 Rowland Drive Layayette, CA 94549	Preferred	107,112	0.4%
Swernofsky, Steven 4970 El Camino Real Suite 210 Los Altos, CA 94022	Preferred	27,818	0.1%
Tauber, Raven 13400 SE Stark, #4 Portland, OR 97233	Common	600	0.0%
Taylor, James 161 Alden Road Unit 6 Markham, ON L343W7 CANADA	Preferred	54,580	0.2%
Thompson, Ron 665 Hood Road Markham, ON L4R4E1 CANADA	Preferred	54,580	0.2%
TWB Investment Prtnrshp 1201 Third Avenue Suite 4800 Seattle, WA 98101	Preferred	53,556	0.2%
Ullman, Jane 4345 SW 58th Ave Portland, OR 97221	Common	25,000	0.1%
Underhill, Michael 8153 SW Liz Place Beaverton, OR 97007	Preferred	110,888	0.4%
Vierthalter, Peter 7010 Dayton Ave N Seattle, WA 98103	Preferred	19,280	0.1%
Waghani, Deven 8642 NE 7th St. Medina, WA 98039	Preferred	107,112	0.4%
Walker, Brent 3141 Agate Bay Lane Bellingham, WA 98226	Preferred	55,636	0.2%

In re **Earth Class Mail Corporation**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Walker, Margaret Ruth 2 St.Clair Avenue East Suite 800 Toronto, ON M4T2T5 CANADA	Preferred	27,818	0.1%
Wege, Peter 295 Shadow Rock Drive Sedona, AZ 86226	Preferred	162,748	0.6%
Weisbeck, John 890 Wellington Crt Kelowna, V1Y8J2 CANADA	Preferred	27,818	0.1%
Weiss, Adam S. 628 Palisade Avenue, Apt 3 Jersey City, NJ 07307	Preferred	48,890	0.2%
Weiss, Adam S. 628 Palisade Avenue, Apt 3 Jersey City, NJ 07307	Common	25,000	0.1%
Weiss, Peter PO Box 1682 Mercer Island, WA 98040	Preferred	133,890	0.5%
White, Kelly 228 NW Glencory St. Hillsboro, OR 97124	Common	1,000	0.0%
Wiener, Ron 7841 SE 71st St Mercer Island, WA 98040	Common	9,009,359	33.1%
Williams, Brian 10170 SW 90th Ave Tigard, OR 97223-6608	Common	700	0.0%
Wilson, Jim 15034 NW Sumida Lane Portland, OR 97229	Common	23,750	0.1%
Wong, Colin 10811 SE 23rd Street Bellevue, WA 98004	Preferred	107,112	0.4%
Zilka, Nathan 1760 Oak St. Lake Oswego, OR 97034	Common	20,208	0.1%

In re Earth Class Mail Corporation, Case No. _____
Debtor

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 27, 2015

Signature /s/ Stacey Lee
Stacey Lee
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
District of Oregon**

In re **Earth Class Mail Corporation**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Financial Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **February 27, 2015**

/s/ Stacey Lee

Stacey Lee/Chief Financial Officer
Signer>Title

**United States Bankruptcy Court
District of Oregon**

In re **Earth Class Mail Corporation**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Earth Class Mail Corporation** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Ignition Venture Partners III, LLC
350 106th Ave NE, 1st Floor
Bellevue, WA 98004

None [*Check if applicable*]

February 27, 2015

Date

/s/ Nicholas J. Henderson OR:

Nicholas J. Henderson OR: 074027

Signature of Attorney or Litigant
Counsel for **Earth Class Mail Corporation**
Motschenbacher & Blattner, LLP
117 SW Taylor St., Suite 200
Portland, OR 97204
(503) 417-0500 Fax:(503) 417-0501
nhenderson@portlaw.com